

SECOND AMENDMENT TO LEASE  
(G. T. W. Trust No. 1)

This Second Amendment to Lease dated as of May 29, 1969 between D. E. Mundell and Ben Maushardt, not in their individual capacities but solely as Trustees under a Trust Agreement dated as of December 3, 1968 (the "Lessor"), UNITED STATES LEASING INTERNATIONAL, INC., a California corporation, as Agent for the Lessor (the "Agent"), and GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation (the "Lessee");

W I T N E S S E T H:

WHEREAS, the Lessor, the Lessee and the Agent are parties to that certain Lease dated as of December 3, 1968 (the "Lease") and First Amendment thereto dated as of March 1, 1969, providing for the lease thereunder by the Lessor to the Lessee of certain railroad equipment more fully described in Schedules attached to said Lease; and

WHEREAS, the Lease was recorded in the Office of the Secretary of the Interstate Commerce Commission on December 16, 1968 and has been assigned Recordation No. 6021 and the First Amendment thereto was recorded in said office on May 29, 1969 and assigned Recordation No. 6021-A;

WHEREAS, 249 89'4" 10-dek tri-level flat cars (Type A-1 Equipment) were described in Schedule 1 of the Lease as being numbered as follows:

GTW 304736-304826 and  
CN 702260-702417

WHEREAS, certain of said 249 flat cars have now been re-numbered by the Lessee so that said 249 flat cars are presently marked as follows:

GTW 304736-304852 and  
CN 702260-702269, 702272-702303, 702305-  
702307, 702309, 702311-702313, 702315-  
702318, 702321, 702323-702328, 702331-  
702339, 702341-702345, 702348-702358,  
702360, 702362-702365, 702367-702374,  
702376-702378, 702380-702387, 702389,  
702390, 702392-702400, 702402, 702403,  
702405-702408, 702410, 702412, 702413  
and 702415-702417

(the "New Road Numbers"); and

INTERSTATE COMMERCE COMMISSION

MAY 29 1969 - 10 30 AM

RECORDATION NO. 6021-A Filed & Recorded

RECEIVED  
MAY 29 10 23 AM '69  
I.C.C.  
FEE OPERATION BR.

WHEREAS, the Lessee does hereby certify that said 249 flat cars are presently marked with the New Road Numbers in the manner as provided in Section 4.2 of the Lease.

NOW, THEREFORE, the Lessor, the Lessee and the Agent hereby consent and agree that Schedule 1 to the Lease shall be amended so that the said Type A-1 249 89'4" 10-dec tri-level flat cars are identified by the New Road Numbers.

This Second Amendment to Lease shall be binding upon and shall inure to the benefit of the Lessor, the Lessee and the Agent and their respective successors and assigns. This Second Amendment to Lease may be executed in any number of counterparts, each counterpart constituting an original but all together one and the same instrument and contract.

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to Lease to be executed by their respective officers thereunto duly authorized and their corporate seals to be hereto affixed as of the day and year first above written.

D. E. Mundell and Ben Maushardt,  
Trustees under a Trust Agree-  
ment dated as of December 3, 1968

By Ben Maushardt  
LESSOR

GRAND TRUNK WESTERN RAILROAD COMPANY

By David J. Hines  
Its Comptroller-Treasurer  
LESSEE

(Corporate Seal)

Attest:

Charles J. Henderson  
~~Assistant~~ Secretary

UNITED STATES LEASING INTERNATIONAL,  
INC.

(Corporate Seal)

Attest:

[Signature]  
Assistant Secretary

By W. H. Ruskamp  
Its Vice President

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

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On this 26 day of May, 1969, before me personally  
appeared Ben Maushardt to me known to be one of the  
persons described in and who executed the foregoing instrument,  
and he acknowledged that he executed the same as his free act  
and deed.

Geraldine F. Dimond

(Seal)

My commission expires: My Commission Expires December 25, 1972

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

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On this 26 day of May, 1969, before me personally appeared W.H. Fushaupt, to me personally known, who being by me duly sworn, says that he is the Vice President of UNITED STATES LEASING INTERNATIONAL, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Geraldine F. Leonard

(Seal)

My commission expires: My Commission Expires December 25, 1972

STATE OF MICHIGAN

COUNTY OF WAYNE  
~~CITY~~ OF

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On this 27 day of MAY, 1969, before me personally appeared C.A. Dobbins, to me personally known, who being by me duly sworn, says that he is a COMPTROLLER - TREASURER of GRAND TRUNK WESTERN RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lyla L. Lindow

(Seal)

My commission expires:

LYLA L. LINDOW  
Notary Public, Wayne County, Mich.  
My Commission Expires Sept. 26, 1968